

**BEFORE THE TENNESSEE REGULATORY AUTHORITY AT
NASHVILLE, TENNESSEE**

May 18, 2004

IN RE:)	
)	
JOINT APPLICATION OF ADVANTAGE ADVISORY)	DOCKET NO.
SERVICE, INC., WIRELESS CHANNELS, INC. AND)	04-00091
MOTION TELECOM, INC. FOR CONSENT TO THE)	
TRANSFER OF CONTROL OF MOTION TELECOM)	

ORDER APPROVING TRANSFER OF AUTHORITY

This matter came before Chairman Deborah Taylor Tate, Director Pat Miller, and Director Ron Jones of the Tennessee Regulatory Authority (the "TRA" or "Authority"), the voting panel assigned to this Docket, at a regularly scheduled Authority Conference held on April 26, 2004 for consideration of the Application of Advantage Advisory Service, Inc. ("Advantage"), Wireless Channels, Inc. ("Wireless"), and Motion Telecom, Inc. ("Motion") for TRA approval of a transfer of authority to provide telecommunications services required under Tenn. Code Ann. § 65-4-113.

Tenn. Code Ann. § 65-4-113

Tenn. Code Ann. § 65-4-113 requires a public utility to obtain TRA approval to transfer its authority to provide utility services (also known as a "certificate of public convenience and necessity" or "CCN"). Tenn. Code Ann. § 65-4-113(a) reads as follows:

No public utility, as defined in § 65-4-101, shall transfer all or any part of its authority to provide utility services, derived from its certificate of public convenience and necessity issued by the authority, to any individual, partnership, corporation or other entity without first obtaining the approval of the authority.

Tenn. Code Ann. § 65-4-113(b) provides the standards by which the TRA shall consider an application for transfer of authority, in pertinent part, as follows:

Upon petition for approval of the transfer of authority to provide utility services, the authority shall take into consideration all relevant factors, including, but not limited to, the suitability, the financial responsibility, and capability of the proposed transferee to perform efficiently the utility services to be transferred and the benefit to the consuming public to be gained from the transfer. . . .

The Application

In the Application, which was filed with the TRA on March 24, 2004, the Parties outline a transaction in which ownership of Advantage and its subsidiary Motion was transferred to Wireless, a Delaware holding company, through the purchase of all the outstanding stock of Advantage. As a result of the transaction, Wireless became the new parent company of both Advantage and Motion, but immediate ownership of Motion remains with Advantage. Motion continues to be the direct holder of the CCN granted to it by the TRA on October 14, 2003 in Docket No. 03-00437 and will still be the actual provider of telecommunications service. However, Wireless has become the ultimate owner of the CCN. Because the transaction resulted in a *pro forma* transfer of Motion's CCN, the Parties are seeking TRA approval.¹

According to the Application, the transaction will be seamless to the customers of Motion as there will be no change in rates, terms or conditions of service but will benefit these customers by strengthening the financial status of Motion, thereby, enhancing the ability of Motion to offer competitive telecommunications products and services. Because there has been no change in the service provider, the Parties have not notified Motion's customers of this transaction.

¹ The transaction was completed on March 10, 2004, thus, the Parties are seeking approval *nunc pro tunc* from the TRA

April 26, 2004 Authority Conference

At the April 26, 2004 Authority Conference, the Directors voted unanimously to approve the Application pursuant to a finding of compliance with the requirements of Tenn. Code Ann. § 65-4-113.

IT IS THEREFORE ORDERED THAT:

1. The Application of the Parties is approved.
2. The proposed *pro forma* transfer of Motion's Tennessee CCN as described in the Application and discussed herein is approved.


Deborah Taylor Tate, Chairman


Pat Miller, Director


Ron Jones, Director